

LAW OFFICES
McGLINCHEY STAFFORD LANG
A PROFESSIONAL LIMITED LIABILITY COMPANY

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DIRECT DIAL:

December 10, 1996

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Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue N.W.
Washington, D.C. 20423
Attention: Recordation, Room 2311

RE: Documents for Recordation
Trinity Industries Leasing Company
Equipment Trust (Series 8, Tenth Supplement)

Dear Madam:

On behalf of Trinity Industries Leasing Company and in accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Surface Transportation Board ("STB") thereunder, enclosed herewith for filing and recordation are the following documents:

1. Two (2) executed originals of Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company and The Bank of New York, as Trustee;
2. Two (2) executed originals of an Assignment, a primary document, dated December 5, 1996, between Trinity Industries Leasing company ("Assignor") and The Bank of New York, as Trustee ("Assignee");
3. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996, between Trinity Industries Leasing Company ("Seller") and The Bank of New York, as Trustee ("Buyer"); and
4. Two (2) executed originals of a Bill of Sale, a secondary document, dated December 5, 1996 between The Bank of New York, as Trustee ("Seller") and Trinity Industries Leasing Company ("Buyer").

The enclosed Tenth Supplement, Assignment and Bill of Sale referenced in paragraphs 1, 2, and 3, above, relate to the Equipment Trust Agreement dated as of September 9, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520 on September 10, 1991, along with an

Charles J. Lang
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Assignment and Bill of Sale under Recordation Nos. 17520-A and 17520-B, respectively; the First Supplement to Equipment Trust Agreement dated as of December 10, 1991 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-E on December 11, 1991, along with an Assignment and Bill of Sale under Recordation Nos. 17520-C and 17520-D, respectively; the Second Supplement to Equipment Trust Agreement dated as of February 11, 1993 between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-F on February 16, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-G and 17520-H, respectively; the Third Supplement to Equipment Trust Agreement dated as of August 30, 1993, between Trinity Industries Leasing Company and The Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-J on September 1, 1993, along with an Assignment and Bill of Sale under Recordation Nos. 17520-K and 17520-L; the Fourth Supplement to Equipment Trust Agreement dated as of February 16, 1994 between Trinity Industries Leasing Company and the Bank of New York, as Trustee, which was filed and recorded under Recordation No. 17520-N on February 23, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-O and 17520-P; the Fifth Supplement to Equipment Trust Agreement dated as of September 22, 1994, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-R on September 28, 1994, along with an Assignment and Bill of Sale under Recordation Nos. 17520-S and 17520-T; the Sixth Supplement to Equipment Trust Agreement dated as of September 20, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-V on September 22, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-W and 17520-X; the Seventh Supplement to Equipment Trust Agreement dated as of December 21, 1995, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-Z on December 26, 1995, along with an Assignment and Bill of Sale under Recordation Nos. 17520-AA and 17520-BB; the Eighth Supplement to Equipment Trust Agreement dated as of February 16, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-DD on February 23, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-EE and 17520-FF; and the Ninth Supplement to Equipment Trust Agreement dated as of April 19, 1996, between the Company and The Bank of New York which was filed and recorded under Recordation No. 17520-HH on April 24, 1996, along with an Assignment and Bill of Sale under Recordation Nos. 17520-II and 17520-JJ.

The enclosed Bill of Sale referenced in paragraph 4, above, relates to Fifty-Six (56) railcars and the leases thereof subject to the said Equipment Trust Agreement that were released from the Equipment Trust and assigned by the said Trustee to Trinity Industries Leasing Company.

We request that the Assignment be cross-indexed.

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The address of Trinity Industries Leasing Company is 2000 Gardner Expressway, Quincy, Illinois 62306-0867, and the address of The Bank of New York, the Trustee is 101 Barclay Street, 21st Floor, New York, New York 10007.

The railroad equipment covered by the Tenth Supplement to Equipment Trust Agreement is described in Exhibit A attached hereto. The foregoing railroad equipment consists solely of cars intended for use relating to interstate commerce.


Enclosed is our firm's check in the amount of \$84.00 to cover the recordation fee. (Such fee was determined on the basis that the Assignment is being filed concurrently with the Tenth Supplement to Equipment Trust Agreement).

You are hereby authorized to deliver any unneeded copies of the Tenth Supplement to Equipment Trust Agreement, the Assignment and the Bills of Sale, with the filing date noted thereon, following recordation thereof, to the representative of Washington Service Bureau who is delivering this letter and said enclosures to you.

A short summary of the documents appear in the index follows:

- (a) Primary Documents. (i) Tenth Supplement to Equipment Trust Agreement, a primary document, dated as of December 5, 1996, between Trinity Industries Leasing Company (as vendor and lessee), and The Bank of New York, as Trustee, and covering Fifty-Six (56) railroad car, and (ii) Assignment, a primary document, dated December 5, 1996, between Trinity Industries Leasing Company (as Assignor), and The Bank of New York, as Trustee, and covering One (1) railroad car.
- (b) Secondary Documents. Bill of Sale, a secondary document, dated December 5, 1996, between Trinity Industries Leasing Company (as Seller), and The Bank of New York, as Trustee (as Buyer), and covering various railroad cars, and connected to the Tenth Supplement to Equipment Trust Agreement referred to in paragraph (a) above, and Bill of Sale, a secondary document, dated December 5, 1996, between The Bank of New York, as Trustee (Seller) and Trinity Industries Leasing Company (Buyer), and covering various railroad cars, and connected to the Equipment Trust Agreement dated as of September 9, 1991 referred to above.

Very truly yours,



Richard A. Fogel

TRINITY INDUSTRIES LEASING COMPANY

(Series 8-9)

Equipment Trust

Bill of Sale

THIS AGREEMENT, dated the 5 day of December, 1996, between Trinity Industries Leasing Company, a Delaware Corporation, (hereinafter called "Seller"), and The Bank of New York, a New York banking corporation, as Trustee (hereinafter called "Buyer"), as contemplated by the Tenth Supplement to Equipment Trust Agreement dated as of December 5, 1996, supplementing and amending the Equipment Trust Agreement dated as of September 9, 1991 (the "Equipment Trust Agreement"), between Seller and Buyer.

WITNESSETH

That in consideration of \$10.00 in hand paid and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller does hereby sell, grant and convey to the Buyer, its successors and assigns, the following described equipment:

The Fifty-Eight (58) railroad cars described in Exhibit A and more particularly identified in Exhibit B and incorporated by reference herein (the "Equipment").

Seller hereby warrants that Seller has good and marketable title to the Equipment, that Seller's title to the Equipment is free from all liens and encumbrances (including any leasehold interests therein) other than the Existing Leases described in the attached Exhibit A, the Assignment of even date herewith between the Seller and Buyer and the rights of Seller under the Equipment Trust Agreement, and Seller further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

TRINITY INDUSTRIES LEASING COMPANY

By: F. Dean Phelps

F. Dean Phelps

Vice President

[SEAL]

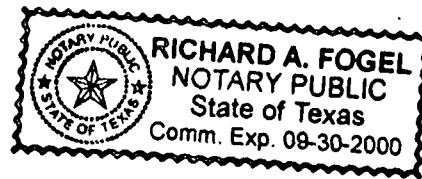
ATTEST:

Neil D. Gray
Assistant Secretary

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

On this 5 day of December, 1996, before me, personally appeared F. Dean Phelps, to me personally known, who being by me duly sworn, says that he is the Vice President of Trinity Industries Leasing Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, the said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Richard A. Fogel
Signature of Notary Public



My Commission expires:

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Series 8

EXHIBIT A

1. Railroad Car Net Lease Agreement, dated July 18, 1995, between Trinity Industries Leasing Company and Southern Illinois Railcar Company covering the following described railroad cars (Partial Rider 1):

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
58	5161 cu. ft. Lo Covered Hopper Cars	SIRX 516000-516004 SIRX 516006-516011 SIRX 516013-516059

Series 8

EXHIBIT B
DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity</u>	<u>Initialed Car Numbers</u>	<u>Earliest Service</u>
58 Hopper Cars	Lo	5161 cu. ft.	SIRX 516000-516004 SIRX 516006-516011 SIRX 516013-516059	01/96